

RECORDATION NO. 21013-A FILED

DEC 18 '97

11-10AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266

FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

RECEIVED
SURFACE TRANSPORTATION
BOARD

DEC 18 11 09 AM '97

December 18, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release of Lien, dated as of December 2, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement (Mortgage) previously filed with the Board under Recordation Number 21013.

The names and addresses of the parties to the enclosed document are:

Secured Party: Export Development Corporation
151 O'Connor Street
Ottawa, Canada K1A 1K3

A description of the railroad equipment covered by the enclosed document is set forth on Schedule I attached to the Termination and Release.

Counterparts - V. Bartman

Mr. Vernon A. Williams
December 18, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21013-A
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TERMINATION AND RELEASE OF LIEN

THIS TERMINATION AND RELEASE OF LIEN dated as of December 2, 1997 (this "Agreement"), is made by Export Development Corporation ("EDC").

WHEREAS, pursuant to a Security Agreement (Mortgage), dated May 1, 1996, between the National Railroad Passenger Corporation, as debtor ("Amtrak"), EDC as secured party (the "Security Agreement"), Amtrak assigned to EDC all of its right, title and interest to certain high-speed trainsets and locomotives identified therein, including the equipment described on Schedule I hereto (collectively, the "Equipment"), to secure the obligations of Amtrak under that certain Loan Agreement, dated of May 1, 1996, between EDC and Amtrak and the other agreements entered into in connection therewith;

WHEREAS, the Security Agreement was filed with the United States Surface Transportation Board on November 21, 1997, and assigned recordation number 21013;

WHEREAS, the obligations secured by the Security Agreement have been discharged and EDC desires to release and terminate the lien created by the Security Agreement;

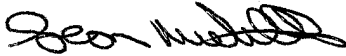
NOW, THEREFORE, EDC does hereby declare and agree as follows:

1. Amtrak has discharged all of its obligations under the Loan Agreement and all documents, including the Security Agreement, entered into in connection therewith, and all the Loan Agreement, the Security Agreement and all such other documents are hereby terminated and of no further force or effect.
2. All right, title and interest of EDC in and to the Equipment is hereby terminated and released from the lien of the Security Agreement.
3. EDC represents and warrants that this Agreement constitutes the legal and valid obligation of EDC, enforceable against EDC in accordance with its terms, and EDC has full authority to terminate and release all of its right, title and interest in and to the Equipment.
4. This Agreement shall be binding on and inure to the benefit of the parties and their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned duly authorized officers of EDC hereto have executed this Termination and Release of Lien.

EXPORT DEVELOPMENT CORPORATION

By:



Name: Sean Mitchell

Title: Financial Services Manager

By:



Name: Stéphane Pépin

Title: Financial Services Manager

Schedule I

	Description	Amtrak Equipment Numbers (inclusive)
Units	Locomotives	650 - 664
Trainsets	Locomotives	2000 - 2035
	Middle Coaches	3500 - 3553
	Club Cars	3300 - 3317
	End Coach Cars	3400 - 3435

PROVINCE OF ONTARIO

: SS

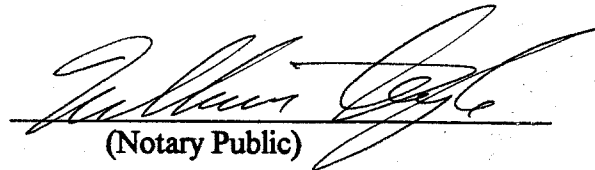
COUNTY OF CANADA

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On this, the 11th day of December, 1997, before me personally appeared Sean Mitchell and Stéphane Pépin, to me personally known, who being by me duly sworn, say that they are Financial Services Managers of Export Development Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this
11th day of December, 1997

(NOTARIAL SEAL)


(Notary Public)

My Commission does not Expire